

# EXHIBIT A

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF TENNESSEE  
WESTERN DIVISION

**B.E. TECHNOLOGY, L.L.C.,**

**Plaintiff,**

**v.**

**GROUPON, INC.,**

**Defendant.**

**Civil Action No. 12-cv-02781**

**Hon. Jon Phipps McCalla**

**DECLARATION OF DAVID THACKER IN SUPPORT OF Groupon, INC.'S  
MOTION TO TRANSFER VENUE UNDER 28 U.S.C. § 1404(A)**

I, David Thacker hereby declare:

1. I am the Senior Director for Product Management at Groupon, Inc. (“Groupon”). I have been employed by Groupon since April of 2011, and I base this declaration on my personal knowledge.

2. Groupon is an e-commerce marketplace and daily deal website, connecting users with local merchants across the United States by offering goods and services at a discount.

3. Groupon is a Delaware corporation, with its global headquarters in Chicago, Illinois. Groupon additionally has technology development offices in San Francisco and Palo Alto, California.

4. Groupon’s technology development offices in San Francisco and Palo Alto have significant responsibility for the design, development, maintenance, and operation of Groupon’s daily deals website, and primary responsibility with regards to targeting advertisements and deals to users of Groupon’s products and services.

5. Accordingly, the Groupon employees most knowledgeable about the design, development, maintenance, and operation of Groupon's products and services with regards to targeting and personalization of Groupon's website are located in Groupon's Palo Alto office. These employees include myself, as Senior Director for Product Management, as well as: Amit Aggarwal (Senior Director – Engineering, who oversees a group of about 25 engineers located in Palo Alto) and Sean O'Brien (Senior Manager – Software Engineer, who oversees a team of about 6 engineers located in Palo Alto).

6. Additionally, as Groupon's headquarters are based in Chicago, some Groupon employees with knowledge about Groupon's products and services may be located there, including a small group of about 4-5 Groupon employees responsible for data collection efforts on Groupon's daily deals website.

7. Documents relevant to the design, development, maintenance, and operation of the Groupon's user targeting and personalization services are located primarily in Groupon's Palo Alto office.

8. In addition to current Groupon employees, former employees with knowledge of the design, development, maintenance, and operation of Groupon's daily deals website, and the targeting and user personalization features therein, are located in Northern California. For example, Suneel Gupta is a former Groupon employee who was previously Director of Product Development at Groupon. While he worked out of Groupon's Chicago office, based on my personal knowledge, he now resides in San Francisco, California.

9. Groupon does not have any office, facilities or product development employees in the Western District of Tennessee involved in any way in the design, development, maintenance, or operation of Groupon's daily deals website.

10. I am not aware of any documents related to Groupon's daily deals website that are located in the Western District of Tennessee.

11. I am not aware of any employees who work in the Western District of Tennessee with relevant knowledge concerning the development and technical operation of Groupon's daily deals website.

12. Travel from Groupon's Palo Alto or San Francisco offices to the Western District of Tennessee would impose a significant inconvenience for current Groupon employees and third-party former employees located in Northern California.

I hereby declare under penalty of perjury this 10th day of January, 2013, under the laws of the United States that the foregoing is true and correct to the best of my knowledge.



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David Thacker